

LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS GAMING AUTHORITY MEETING POLICY AND PROCEDURES

SECTION I. PURPOSE

The purpose of this Policy is to establish procedures governing the conduct of meetings of the Gaming Authority and to clarify those procedures in order to facilitate the meeting process.

SECTION II. DEFINITIONS

For purposes of this Policy, certain terms are defined in this section. The word “shall” is always mandatory and not merely advisory.

- A. Call of Meeting:** The action taken by the person or persons who is (are) properly authorized to bring an official meeting of the Authority into existence.
- B. Closed Session:** Any portion of a meeting which is closed to the public to address personnel, business, or legal matters pursuant to Article VII, § J (9) of the Tribal Constitution.
- C. Authority Chair:** Shall elected by majority members of the Authority.
- D. Authority members:** Are as defined through majority vote of Tribal Council.
- E. Constitution:** The Constitution of the Little Traverse Bay Bands of Odawa Indians adopted February 1, 2005.
- F. Majority vote:** A vote of a majority of the Authority members present at meeting

where there is a quorum.

G. Draft Meeting Minutes: The “unofficial” meeting minutes.

H. Approved Minutes: The official record of what is said or done at a Authority meeting; including but not limited to the date and time the meeting occurred, the call to order, roll call, motions or proposed motions, seconds, etc., as certified by the Authority Chair.

I. Motion: A proposal for action made by one (1) Authority member and seconded by another Authority member.

J. Notice of Meeting: The official posting of the date, time, and place for a meeting of the Authority.

K. Quorum: Two (2) Authority members shall constitute a quorum.

L. Record: An official document or writing, including but not limited to the approved Agenda, approved minutes or any documents, reports, etc. accepted by the Authority and recorded in the minutes.

M. Statute: A law duly enacted by the Tribal Council pursuant to Tribal Constitution article VII, § D.

N. Tribal Citizen: An enrolled member of the Little Traverse Bay Bands of Odawa Indians.

O. Tribal Council: The legislative body described in Article VII, § A of the Tribal Constitution.

P. Tribe: Little Traverse Bay Bands of Odawa Indians: LTBB, Tribe.

SECTION III. AUTHORITY MEETINGS; AUTHORITY TO CALL; NOTICE REQUIREMENTS AND WORK-SESSIONS

A. Regular Meetings. Are meetings of the Authority at which official business is transacted.

1. Publication and Notice. All meeting shall be posted two (2) days in advance of the meeting. Such meeting shall be posted at the Tribal Government Complex, on the Tribal government website, and at other Tribal government offices.

2. Change in Meeting Schedule. Change may be made in the date or time for any regular meeting and notice of any changes in the meeting schedule shall be published in the locations set out in section III, §3(b) of this Policy. The Authority may change the location for a regular meeting, if circumstances reasonably require, provided notice of the change is posted at the scheduled meeting location and at the Tribal Government Complex.

B. Special Meetings. Meetings called for a specific purpose and shall be restricted to the specific purpose for which the meeting was called.

1. Authority to Call. A special meeting may be called by the Authority Chair or by a majority of the Authority, which means at least two (2) of the Authority members.

2. Scheduling. The date, time, place, for all Special Meetings shall be scheduled by the Authority Chair following the receipt of a Request for a Special Meeting.

3. Notice. The Authority Chair, or the Chair's designee, shall provide notice of Special Meetings. Notice of the meeting shall include the time, date, and location of the meeting and shall include the purpose(s) for which the special meeting has been called.

a. Notice to Authority members. Notice of a Special Meeting shall be given to all Authority members at least one (1) days in advance of the Special Meeting. Notice shall be given through verbal or written means. Written means includes electronic mail, or electronic facsimile.

b. Sufficiency of Notice. Notice of a special meeting shall be considered given when an Authority member is contacted directly via telephone, electronic or fax and informed of the meeting; or when three (3) successive attempts at reaching a Authority member are unsuccessful and three messages are left containing all the elements required of notice shall be considered given.

4. Publication. The date, time, and place for each Special Meeting, together with a description of the purpose of the Special Meeting shall be posted at the Tribal Government Complex and when possible in the Odawa Register or other similar Tribal publication. Agenda items shall be described with sufficient specificity so as to provide Tribal Citizens with reasonable notice of the purpose of the Special Meeting.

C. Emergency Meetings. Meetings of the Authority, to take official action(s) deemed necessary for the preservation or promotion of essential interests of the Tribe.

1. Authority to Call. An Emergency Meeting may be called by the Authority Chair or a majority of the Authority, which shall be two (2) Authority members.

2. Procedure. The Authority Chair or majority of the Authority may call an Emergency Meeting by:

a. Submitting a written Request for an Emergency Meeting to the Authority Chair. The Request for an Emergency Meeting shall indicate why an Emergency Meeting is necessary.

b. Submitting a verbal Request for an Emergency Meeting to the Chair and within a reasonable time thereafter submitting a written statement to the Authority Chair indicating why an Emergency Meeting was necessary.

3. Scheduling. An emergency meeting of the Authority shall be scheduled by the Authority Chair upon receipt of Call for an Emergency Meeting. The Authority Chair, or the Authority Chair designee, must schedule an Emergency Meeting as soon as is reasonably possible but in no case more than twenty-four (24) hours from the time a Request for an Emergency Meeting is received.

a. Notice. Advance notice of Emergency Meetings shall be given to Authority members to the greatest extent feasible. Notice of the meeting shall include the time, date, and location of the meeting and shall include the purpose(s) for which the emergency meeting has been called.

b. Sufficiency of Notice. Notice of an Emergency Meeting shall be considered given when a Authority member is contacted directly via telephone, electronic mail or fax and informed of the meeting; or when three (3) successive attempts at reaching a Authority member are unsuccessful and three messages are left containing all the elements required by § III(3)(d) notice shall be considered given.

4. Phone Conference. “Emergency Meetings may be conducted by phone

conference or with the aid of other communication technology as may be available and in common use.” Constitution article VII, § J (6).

5. Publication. A statement regarding the date, time, and purpose of an Emergency Meeting shall be entered into the minutes of the next regularly scheduled Authority meeting.

D. Work Sessions. Work sessions do not require a quorum. No official action shall be taken at a work-session and shall remain open.

SECTION IV. MEETING AGENDAS

A. Setting the Agenda.

1. Agenda Requests. Any Authority Member, Tribal Councilor, General Manager, Director of Finance, the Executive, or Tribal Citizen may request consideration and action by the Authority by completing an agenda request and submitting such to the Legislative Office Manager and/or Gaming Authority.

2. Agenda requests should include the following supporting information:

a. A description of the issue (including any supporting documentation);

b. Whether any action is requested;

c. The need for such action;

3. Submission of Agenda Request. Agenda requests shall be submitted to the Legislative Office Manager and/or the Gaming Authority at least five (5) days

prior to a regularly scheduled Authority meeting.

4. Amendment of the Agenda. The agenda may be amended according to the procedures set out in section VI, § C of this Policy.

5. Carry-over Agenda. Any item placed on the agenda which is not acted on, or tabled prior to the conclusion of the meeting is considered to be removed from that meeting's agenda. Any item that is removed from the agenda shall be carried-over to the next meeting's agenda.

6. Closed Session: A request for Closed Session may be made by any member of the Committee, or by the General Manager, Director of Finance or the Executive branch. The general item, matter, or issue (i.e. legal matter, confidential business, personnel, etc.) that will be discussed in Closed Session shall be placed on the agenda. No official action may take place in a Closed Session.

B. Agenda for Regular Meetings. The agenda items for all regular meetings shall be limited to those items placed on the proposed agenda; provided however that Authority member may amend the proposed agenda prior to adopting it.

C. Agenda for Special Meetings. The agenda items for all special meetings shall be limited to those specific items included on the special meeting notice published in accordance with section III.

D. Agenda for Emergency Meetings. The agenda items for all emergency meetings shall be limited to those specific items which necessitated an emergency meeting.

SECTION V. AGENDA

The Authority will have the following standardized agenda that may be amended or

modified by the Authority:

- I.** Call to Order
- II.** Roll Call
- III.** Approval of Agenda
- IV.** Approval of the Minutes
- V.** Public Comment
- VI.** General Session
 - A.** Old Business
 - B.** New business
 - C.** General Discussions
 - D.** Community input
- VII.** Set Next Meeting Date
- VIII.** Adjourn

SECTION VI. MEETING PROCEDURES

A. Call to Order. The Authority Chair or in the absence of the Chair, any Authority member may call meetings to order and shall Chair the meeting.

B. Roll Call.

1. The Chair shall take a roll call of Authority members after a meeting has been called to order.

2. Based on the results of the roll call the Chair will announce whether or not there is quorum.

C. Adoption of Agenda.

1. The proposed agenda for that meeting shall be adopted by a majority vote and shall be considered the official agenda of the meeting.
2. The proposed agenda may be adopted as presented or adopted with amendment.
 - a. Authority members may propose to amend the proposed agenda by adding items to the proposed agenda, or removing items from the proposed agenda.
 - b. After the agenda is adopted, any amendment to the proposed agenda must be approved by a majority of the Authority members present at the meeting.
 - c. The agenda for special meetings and emergency meetings shall not be amendable.
3. Only items appearing on the official agenda shall be addressed during the meeting, unless motion and approved by a majority of the Authority.
4. **Adoption of minutes.** The minutes of the previous regular meeting may be approved as presented or approved with amendments.
 - a. Authority members may propose to amend the minutes by adding or deleting material from the presented minutes.
 - b. Upon approval and certification the presented minutes shall be considered the official minutes of the previous meeting(s).

D. Old Business Agenda Items.

1. Any items which were not acted on or tabled from the previous meeting may be acted upon by the Authority at the next regular scheduled meeting.

2. Items in the Old Business section on the Agenda may be tabled.

E. Public Comment. At least one public comment period shall be placed on the agenda.

1. Public comment period will be open only to a Tribal Citizen, spouse of a Citizen, or parent of a Citizen. Public comments may be limited to three (3) minutes per person. If necessary, an additional three (3) minutes can be requested but the request is subject to the approval of the Authority Chair. All speakers shall give their name and tribal affiliation.

2. Written public comment will be accepted. It must be signed and dated. Written public comment will be available for public viewing at the Tribal Council's Legislative Office in the Government Building of the Little Traverse Bay Bands of Odawa Indians.

3. The public, for all purposes and intent of this policy, shall be a Tribal Citizen, spouse of a Citizen, or parent of a Citizen. All others must go through the proper channels by requesting to be placed on the agenda with the Legislative Office Manager to the Gaming Authority.

4. Open discussion shall not be used as a method for Tribal employees to circumvent appropriate chain of command as established by the Employee Handbook for personnel matters.

5. Unruly behavior, abusive language, or any personal attacks will not be tolerated.

F. Adjournment. The Chair or designee may call for a motion to adjourn the meeting. The motion to adjourn must be approved by a majority vote of the Authority Members present at the meeting.

SECTION VII. CLOSED SESSIONS

A. Closed Sessions Authorized The Authority may meet in Closed Session to address personnel matters, confidential business matters, proprietary interest, legal matters, other matters that raise significant confidentiality or privacy concerns, and other matters as may be defined by relevant statute. All or part of a meeting may be held in Closed Session.

B. Calling for Closed Session. The method for calling for Closed Session:

1. Motion to Move to Closed Session.

a. During the meeting an Authority member may make a motion to move to Closed Session.

b. If the motion to Move to Closed Session passes the meeting shall immediately move to Closed Session and shall be conducted in accordance with the procedures in this Policy.

SECTION VIII. REPORTS.

A. Monthly Reports. The Authority shall submit a report to the Tribal Council monthly that contains all financials of the Enterprises including discussion and analysis.

B. Quarterly Reports. The Authority Chair shall submit to Tribal Council a quarterly report that contains an update on the Business Plan, projected net revenues, profit and loss revenues and Earnings before Interest Taxes, Depreciation and Amortization (EBITDA) for not less than three (3) months in advance based on the Business Plan. This report shall also include, the number of employees, employee turnover rate, number of Tribal Citizens, Other Natives and non-Natives employed, number of Tribal Citizens, Other Natives and non-Natives employed in management, requests for new development and/or capital projects and any other relevant information.